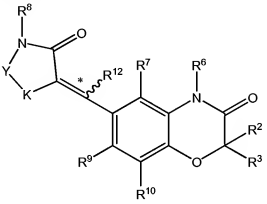
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1. (previously presented) A compound of Formula I:



I

or a pharmaceutically acceptable salt thereof;

wherein R^2 and R^3 are independently selected from H or $-CH_3$,

wherein R^6 is selected from the group consisting of H, a $-C(O)-C_{1-9}$alkyl, a C_{3-8}cycloalkyl, a $-C(O)-C_{1-3}$alkylene-C_{3-8}cycloalkyl, a $(C_{1-6}$alkyl$)-C_{3-8}$ cycloalkyl, a $-O-CH_2-C_{3-8}$cycloalkyl, a group of formula -A-B-L, and a group of formula -X-V-U-T,

wherein A is absent, or -O-,

wherein B is a C_{1-6}alkylene,

wherein L is $-OR^{24}$, $-C(O)R^{24}$, $-OC(O)R^{24}$, $-SO_2-R^{24}$, $-NHC(O)R^{24}$, $-NR^{24}R^{26}$, $-C(O)-NR^{24}R^{26}$, $-OC(O)NR^{24}R^{26}$, $-NC(O)OR^{24}$, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8-to 12-membered bicyclic heteroaryl, a naphthalenyl or a 9- to 12-membered bicyclic aryl;

wherein R^{24} and R^{26} are independently selected from the group consisting of: a C_{1-6}alkyl, phenyl, naphthalenyl or a 9- to 12-membered bicyclic aryl, a 5-membered heteroaryl, a 6-membered heteroaryl, an 8-to 12-membered bicyclic heteroaryl, a C_{1-6}alkylene-phenyl, C_{1-6}alkylene-

naphthalenyl or a C_{1-6}alkylene-(9- to 12-membered bicyclic aryl), a C_{1-6}alkylene(5-membered heteroaryl), C_{1-6}alkylene(6-membered heteroaryl), a C_{1-6}alkylene(8- to 12-membered bicyclic heteroaryl), C_{1-6}alkylene-(3- to 8-membered heterocycloalkyl), C_{1-6}alkylene-(6- to 11-membered bicyclic heterocycloalkyl), C_{1-6}alkylene-(6- to 9-membered bridged bicyclic heterocycloalkyl), and H;

wherein X is C_{1-3} alkylene,–O-C_{1-3} alkylene, -C_{1-3}alkylene-CO-, -C_{1-3} alkylene-C(O)O-, -C_{1-3}alkylene-C(O)-CH_2-, -C_1-C_3 alkylene-O-, -C_{1-3} alkylene-S(O)-, -C_{1-3} alkylene-S-, or -C_{1-3} alkylene-SO_2-;

wherein V is a 9- to 12-membered bicyclic arylene, a naphthalenylene, a phenylene, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a 3- to 8-membered heterocycloalkylene, a 6- to 11-membered bicyclic heterocycloalkylene, or a 6- to 9-membered bridged bicyclic heterocycloalkylene;

wherein U is -CO-, -O-, -CH_2-O-, a C_{1-3} alkenylene, -$(CH_2)_m$-, -O-CH_2-, NH-, or is absent,

wherein m is an integer from 1 to 3;

wherein T is a C_{3-8}cycloalkyl, a 9- to 12-membered bicyclic aryl, a naphthalenyl, a phenyl, a 5-membered heteroarylene, a 6-membered heteroarylene, an 8- to 12-membered bicyclic heteroarylene, a piperizinyl, a pyridinyl, a 3- to 8-membered heterocycloalkyl, a 6- to 11-membered bicyclic heterocycloalkyl, a 6- to 9-membered bridged bicyclic heterocycloalkyl, a piperidinyl, a morpholinyl, or an aza-spiro[5.5]undecyl;

wherein R^7 is H, F, CF_3, or CH_3;

wherein R^8 is H, -CH_2COOH, phenyl, -CH_3, a C_{1-6}alkyl, or a C_{2-6}alkenyl;

wherein Y is C(O), or C(S);

wherein K is NH, O, CH_2, or S;

wherein R^9 is H, F, CF_3, or CH_3;

wherein R^{10} is H, -O-C_{1-3}alkyl, a C_{1-3}alkyl, NO_2, $NR^{16}R^{18}$, a S-C_{1-3}alkyl, F or Cl,

wherein R^{16} and R^{18} are independently selected from the group consisting of: H and C_{1-3}alkyl;

wherein R^{12} is H, or C_{1-3}alkyl; and

wherein the stereochemistry of the double bond denoted "*" is *E* or *Z*.

2. (previously presented) The compound of Claim 1, wherein R^2, R^3, R^7, R^8, R^9, R^{10}, and R^{12} are H.

3. (original) The compound of Claim 2, wherein X is a C_{1-3}alkylene, and V is a phenylene, naphthalenylene, or a 9- to 12-membered bicyclic arylene.

4. (original) The compound of Claim 2, wherein X is a C_{1-3}alkylene, and V is a 5-membered heteroarylene, a 6-membered heteroarylene, or an 8- to 12-membered bicyclic heteroarylene.

5. (original) The compound of Claim 4, wherein V is selected from the group consisting of a 2-thienylene, a 3-thienylene, a 2-furanylene, a 3-furanylene, a pyrimidinylene and a pyridinylene.

6. (currently amended) The compound of Claim 2, wherein A is absent, B is a C_{1-3}alkylene, wherein L is a 5-membered heteroaryl, a 6-membered heteroaryl, an 8- to 12-membered bicyclic heteroaryl, ~~a phenyl,~~ a naphthalenyl or a 9- to 12-membered bicyclic aryl.

7. (canceled)

8. (original) The compound of Claim 2, wherein K is S, Y is C(O), and R^6 is H.

9. (original) The compound of Claim 2, wherein K is S, Y is C(S), and R^6 is H.

10. (original) The compound of Claim 2, wherein K is NH, Y is C(O) and R^6 is H.

11. (original) The compound of Claim 2, wherein said compound is selected from the group consisting of:

4-(4-tert-Butyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(2,6-Di-tert-butyl-pyridin-4-ylmethyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

6-(Oxo-2-thioxo-thiazolidin-5-ylidenmethyl)-4-[2-(4-trifluoromethyl-phenyl)-ethyl]-4H-benzo[1,4]oxazin-3-one;

4-(4-Methanesulfonyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-(3-tert-Butyl-5-hydroxymethyl-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[4-(3,5-Di-tert-butyl-4-hydroxy-benzyl)-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene]-thiazolidine-2,4-dione;

5-{4-[4-(4-Methyl-piperazin-1-ylmethyl)-benzyl]-3-oxo-3,4-dihydro-2H-1,4-benzoxazin-6-ylmethylene}-thiazolidine-2,4-dione;

4-Cyclohexylmethyl-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

4-[3-tert-Butyl-5-(morpholine-4-carbonyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-1,4-benzoxazin-3-one;

5-[1-[4-(3-tert-Butyl-5-morpholin-4-ylmethyl-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl]-meth-(Z)-ylidene]-thiazolidine-2,4-dione;

4-(3,5-Difluoro-4-hydroxy-benzyl)-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;

5-[4-(3-Chloro-4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione; and

4-(1-tert-Butyl-5-methyl-1H-pyrazol-3-ylmethyl)-6-(4-oxo-2-hioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.

12. (canceled)

13. (canceled)

14. (canceled)

15. (previously presented) The compound of Claim 1, wherein R^{10} is methoxy, and R^2, R^3, R^7, R^8, R^9, and R^{12} are H.

16. (previously presented) The compound of Claim 1, wherein R^{10} is methyl, and R^2, R^3, R^7, R^8, R^9, and R^{12} are H.

17. (previously presented) The compound of Claim 1, wherein R^7 and R^{10} are methyl, and R^2, R^3, R^8, R^9, and R^{12} are H.

18. (previously presented) The compound of Claim 1, wherein R^{10} is chloro, and R^2, R^3, R^7, R^8, R^9, and R^{12} are H.

19. (previously presented) The compound of Claim 1, wherein R^{10} is fluoro, and R^2, R^3, R^7, R^8, R^9, and R^{12} are H.

20. (original) The compound of Claim 19, wherein said compound is selected from the group consisting of:

4-(3-Methanesulfonyl-benzyl)-6-[4-oxo-2-thioxo-thiazolidin-(5Z)-ylidenemethyl]-4H-benzo[1,4]oxazin-3-one;

5-[1-{4-[3-tert-Butyl-5-(1-hydroxy-1-methyl-ethyl)-benzyl]-8-fluoro-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl}-meth-(Z)-ylidene]-thiazolidine-2,4-dione;

8-Fluoro-4-[4-(1-hydroxy-1-methyl-ethyl)-benzyl]-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;

5-[8-Fluoro-4-(4-fluoro-benzyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-ylmethylene]-thiazolidine-2,4-dione;

4-(3-Chloro-4-fluoro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-oxazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one;

8-Fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4-quinolin-6-ylmethyl-4H-1,4-benzoxazin-3-one; and

4-(3,4-Dichloro-benzyl)-8-fluoro-6-(4-oxo-2-thioxo-thiazolidin-5-ylidenemethyl)-4H-benzo[1,4]oxazin-3-one.

21. (previously presented) The compound of Claim 1, wherein R^2 is methyl, and R^3, R^7, R^8, R^9, R^{10}, and R^{12} are H.

22. (canceled)

23. (canceled)

24. (canceled)

25. (canceled)

26. (canceled)

27. (canceled)

28. (canceled)

29. (canceled)

30. (original) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

31. (previously presented) A pharmaceutical composition comprising:
a therapeutically effective amount of a compound of any one of Claims 1-11 or 15-21 and a pharmaceutically acceptable carrier.